

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY

Caption in compliance with D.N.J. LBR 9004-2(c)

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Attorneys for Debtor

In re:

BERGENFIELD SENIOR HOUSING, LLC,

Debtor.

Case No.: 13-19703-MS

Chapter 11

Judge: Morris Stern, U.S.B.J.

**SECOND NOTICE OF MODIFICATIONS AND/OR
EXTENSIONS TO DEADLINES IN MODIFIED BID PROCEDURES**

TO: ALL PARTIES IN INTEREST:

PLEASE TAKE NOTICE AS FOLLOWS:

1. On July 30, 2013, the Bankruptcy Court entered the Order (I) Approving Bid Procedures for the Sale of Substantially All of the Debtor's Assets and (II) Approving the Form and Scope of Notice of the Bid Procedures (the "Bid Procedures Order") [Doc. No. 69].
2. Through the Bid Procedures Order, the Court approved the Modified Bid Procedures, as defined therein.
3. Paragraph E of the Bid Procedures Order provides that "[t]he Debtor is authorized to modify and/or extend the deadlines set forth in the Modified Bid

Procedures, including those set forth in the form of Asset Purchase Agreement, as the Debtor may deem warranted in its reasonable business judgment.”

4. On September 27, 2013, the Debtor filed a Notice of Modifications and/or Extensions to Deadlines in Bid Procedures (the “First Bid Procedures Extension Notice”), providing for the extension of certain deadlines under the Bid Procedures Order.

5. The Debtor, in its reasonable business judgment, has determined to extend the deadlines set forth in the form of Agreement of Sale, attached as Schedule 1 to the Bid Procedures, to conform to the extended deadlines as set forth in the First Bid Procedures Extension Notice. Attached hereto as Exhibit A is a revised form of Agreement of Sale, modified as set forth below. A “redline” reflecting changes from the original form of Agreement of Sale is attached as Exhibit B hereto.

6. The Debtor intends to serve notice of these changes, by sending a copy of this Notice by regular mail, electronic transmission and/or facsimile transmission, to 1) the Debtor’s secured creditors; 2) the Debtor’s top-20 unsecured creditors; 3) all parties requesting notices pursuant to Fed. R. Bankr. P. 2002; 4) the Office of the United States Trustee; and 5) all persons who have expressed an interest in acquiring the Debtor’s assets, including all persons who have executed a confidentiality agreement pursuant to the Modified Bid Procedures.

NOW, THEREFORE, pursuant to the Debtor’s reasonable business judgment, the deadlines in the form of Agreement of Sale are hereby modified and/or extended as follows:

A. The deadline for the Debtor to obtain an order confirming the Plan (a “Confirmation Order”) is hereby extended until **December 24, 2013**.

B. The deadline for the Confirmation Order to become a final order is hereby extended until **January 9, 2014**.

C. The date before which the successful purchaser shall not be required to close is hereby extended until **January 23, 2014**.

D. The date on which either the Debtor or successful purchaser may terminate if closing has not occurred is hereby extended until **February 24, 2014**.

E. The date on which the Escrow Agent may deliver the Deposit to Purchaser if neither a 363 Sale Order or Confirmation Order has become a final order is hereby set as **February 24, 2013**.

F. Other than as specifically set forth herein, the form of Agreement of Sale shall remain materially unchanged hereby.

McELROY, DEUTSCH, MULVANEY
& CARPENTER, LLP
Attorneys for Debtor

Date: October 11, 2013

By: /s/ Aaron S. Applebaum
Aaron S. Applebaum, Esq.